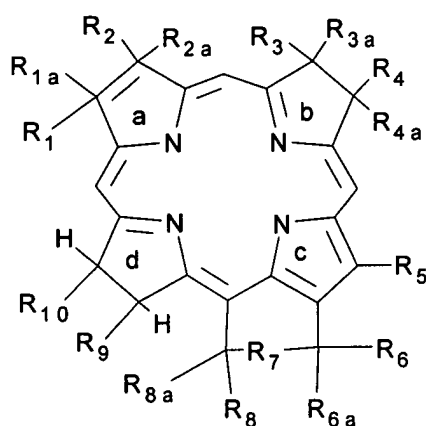


# In The Claims

Please amend the claims as follows:

Claims 1-4 (cancelled)

Claim 5 (currently amended) A compound of the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

$R_1$  and  $R_2$  are each independently substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl,  $-C(O)R_a$  or  $-COOR_a$  or  $-CH(CH_3)(OR)$  or  $-CH(CH_3)(O(CH_2)_nXR)$  where  $R_a$  is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, or substituted or unsubstituted cycloalkyl where  $R_2$  may be  $CH=CH_2$ ,  $CH(OR_{20})CH_3$ ,  $C(O)Me$ ,  $C(=NR_{21})CH_3$  or  $CH(NHR_{21})CH_3$ ;

where X is an aryl or heteroaryl group;

n is an integer of 0 to 6;

R and R'

where R<sub>20</sub> is methyl, butyl, heptyl, docetyl or 3,5-bis(trifluoromethyl)-benzyl; and

R<sub>21</sub> is 3,5,-bis(trifluoromethyl)benzyl;

R<sub>1a</sub> and R<sub>2a</sub> are each independently hydrogen or substituted or unsubstituted alkyl, or together form a covalent bond;

R<sub>3</sub> and R<sub>4</sub> are each independently hydrogen or substituted or unsubstituted alkyl;

R<sub>3a</sub> and R<sub>4a</sub> are each independently hydrogen or substituted or unsubstituted alkyl, or together form a covalent bond;

R<sub>5</sub> is hydrogen or substituted or unsubstituted alkyl;

R<sub>6</sub> and R<sub>6a</sub> are each independently hydrogen or substituted or unsubstituted alkyl, or together form =O;

R<sub>7</sub> is a covalent bond, alkylene, azaalkyl, or azaaraalkyl or =NR<sub>20</sub> where R<sub>20</sub> is 3,5-bis(tri-fluoromethyl)benzyl or -CH<sub>2</sub>X-R<sup>1</sup> or -YR<sup>1</sup> where Y is an aryl or heteroaryl group;

R<sub>8</sub> and R<sub>8a</sub> are each independently hydrogen or substituted or unsubstituted alkyl or together form =O;

R<sub>9</sub> and R<sub>10</sub> are each independently hydrogen, or substituted or unsubstituted alkyl and R<sub>9</sub> may be -CH<sub>2</sub>CH<sub>2</sub>COOR<sup>2</sup> where R<sup>2</sup> is an alkyl group that may optionally substituted with one or more fluorine atoms;

each of R<sub>1</sub>-R<sub>10</sub>, when substituted, is substituted with one or more substituents each independently selected from Q, where Q is alkyl, haloalkyl, halo, pseudohalo, or -COOR<sub>b</sub> where R<sub>b</sub> is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, ~~or~~ aryl, ~~aryl~~, heteroaryl, ~~cycloalkyl~~, araalkyl, or ~~aryl~~, OR<sub>c</sub> where R<sub>c</sub> is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl or CONR<sub>d</sub>R<sub>e</sub> where

$R_d$  and  $R_e$  are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or  $NR_fR_g$  where  $R_f$  and  $R_g$  are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or  $=NR_h$  where  $R_h$  is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or is an amino acid residue;

each Q is independently unsubstituted or is substituted with one or more substituents each independently selected from  $Q_1$ , where  $Q_1$  is alkyl, haloalkyl, halo, pseudohalo, or  $-COOR_b$  where  $R_b$  is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, ~~or~~ aryl, ~~aryl~~, heteroaryl, ~~cycloalkyl~~, araalkyl, or ~~aryl~~,  $OR_c$  where  $R_c$  is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl or  $CONR_dR_e$  where  $R_d$  and  $R_e$  are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or  $NR_fR_g$  where  $R_f$  and  $R_g$  are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or  $=NR_h$  where  $R_h$  is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or is an amino acid residue. ;

with the proviso that the compound contains at least one fluorine atom in at least one 3,5,-bis(trifluoromethyl)benzyl group or in at least one  $R$ ,  $R^1$ , or  $R^2$  group.

Claims 6-7 (cancelled)

Claim 8 (previously presented).

The compound of claim 5, wherein:

$R_1$  is methyl;

$R_{1a}$  and  $R_{2a}$  together form a covalent bond;

$R_3$  is methyl;

$R_4$  is ethyl;

$R_{3a}$  and  $R_{4a}$  are each independently hydrogen, or together form a covalent bond;

$R_5$  is methyl;

$R_9$  is  $CH_2CH_2COOH$  or  $CH_2CH_2COOMe$ ;

$R_{10}$  is methyl.

Claim 9 (previously presented) The compound of claim 5, wherein:

$R_2$  is  $\text{CH}=\text{CH}_2$ ,  $\text{CH}(\text{OR}_{20})\text{CH}_3$ ,  $\text{C}(\text{O})\text{Me}$ ,  $\text{C}(=\text{NR}_{21})\text{CH}_3$  or  $\text{CH}(\text{NHR}_{21})\text{CH}_3$ ;

where  $R_{20}$  is methyl, butyl, heptyl, dodecyl or 3,5-bis(trifluoromethyl)-benzyl; and

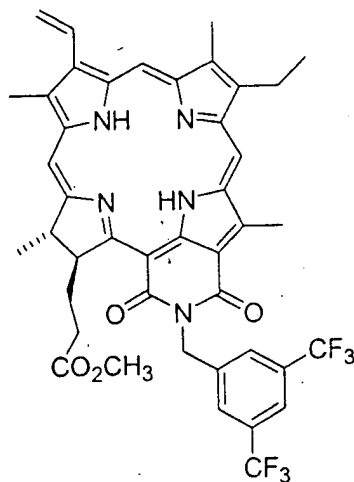
$R_{21}$  is 3,5-bis(trifluoromethyl)benzyl.

10. The compound of claim 5, wherein:

$R_7$  is  $=\text{NR}_{20}$ , where  $R_{20}$  is methyl, butyl, heptyl, dodecyl or 3,5-bis(trifluoromethyl)benzyl.

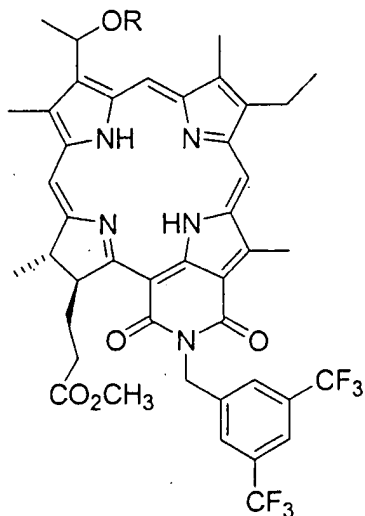
Claim 10 (cancelled)

Claim 11 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof.

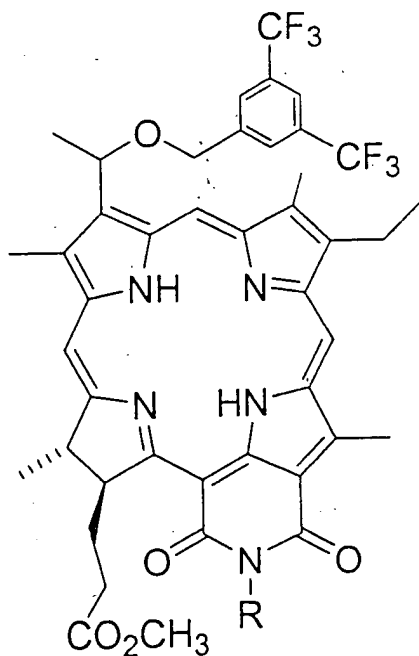
Claim 12 (previously presented)      The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

R is methyl, butyl, heptyl or dodecyl.

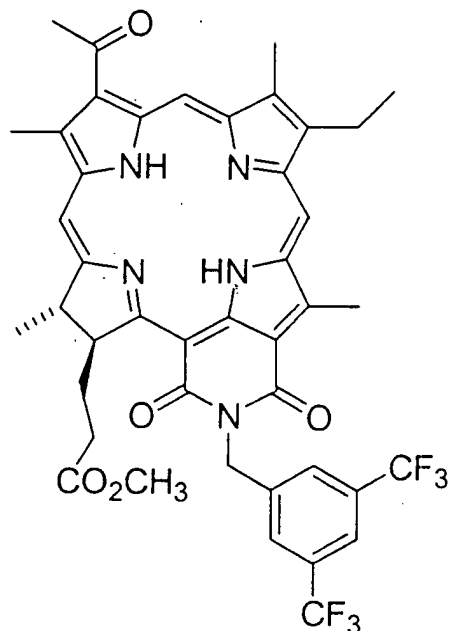
Claim 13 (previously presented)      The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

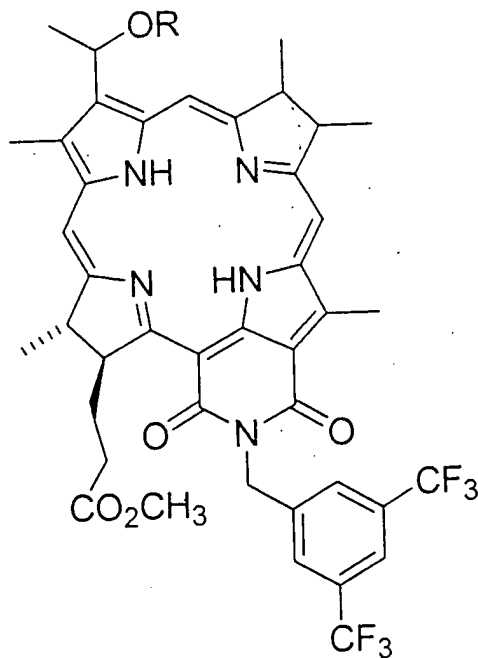
R is methyl, butyl, heptyl or dodecyl.

Claim 14 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof.

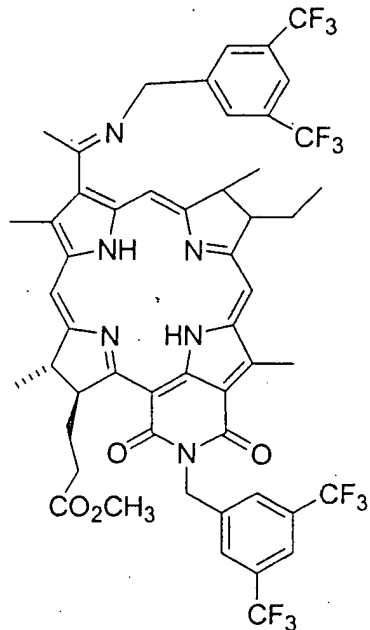
Claim 15 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

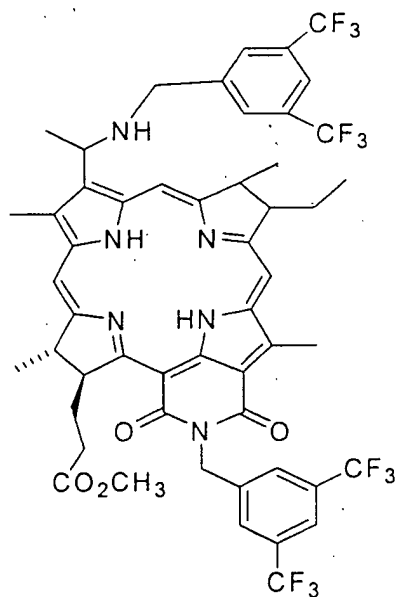
R is methyl, butyl, heptyl or dodecyl.

Claim 16 (previously presented) The compound of claim 5 having the formula:



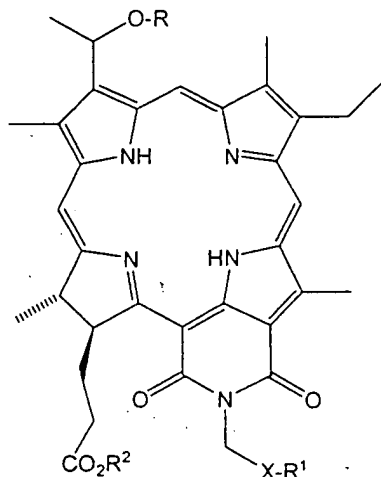
or a pharmaceutically acceptable derivative thereof.

Claim 17 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof.

Claim 18 (previously presented) The compound of claim 5 having the formula:



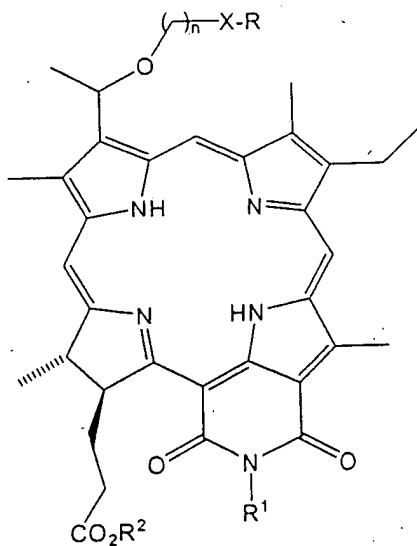
or a pharmaceutically acceptable derivative thereof, wherein:

X is an aryl or heteroaryl group;

R and  $\text{R}^1$  are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and  $\text{R}^1$  is substituted with at least one fluorine atom; and

$\text{R}^2$  is an alkyl group, optionally substituted with one or more fluorine atoms.

Claim 19 (previously presented) The compound of claim 5 having the formula:





or a pharmaceutically acceptable derivative thereof, wherein:

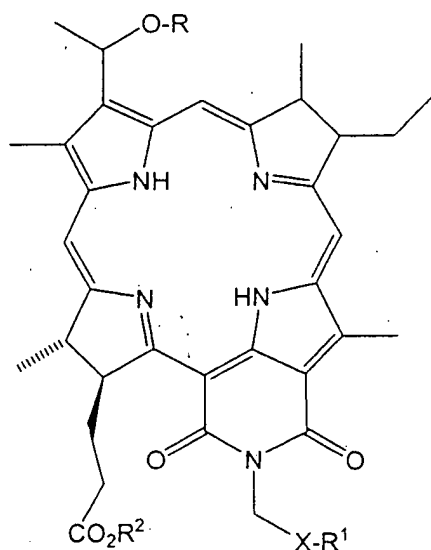
X is an aryl or heteroaryl group;

n is an integer from 0 to 6;

R and R<sup>1</sup> are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R<sup>1</sup> is substituted with at least one fluorine atom; and

R<sup>2</sup> is an alkyl group, optionally substituted with one or more fluorine atoms.

Claim 20 (previously presented)     The compound of claim 5 having the formula



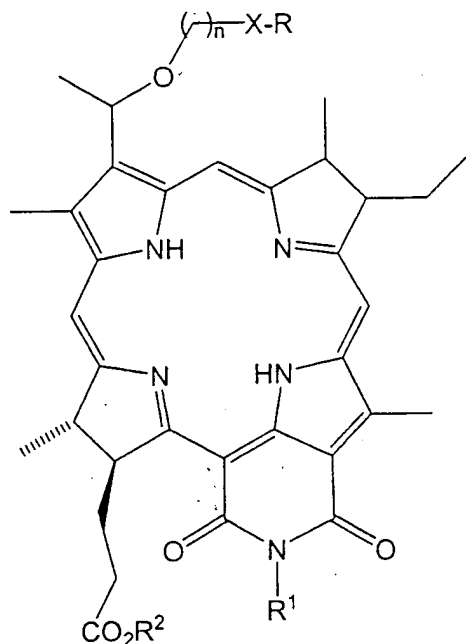
or a pharmaceutically acceptable derivative thereof, wherein:

X is an aryl or heteroaryl group;

R and R<sup>1</sup> are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R<sup>1</sup> is substituted with at least one fluorine atom; and

R<sup>2</sup> is an alkyl group, optionally substituted with one or more fluorine atoms.

Claim 21 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

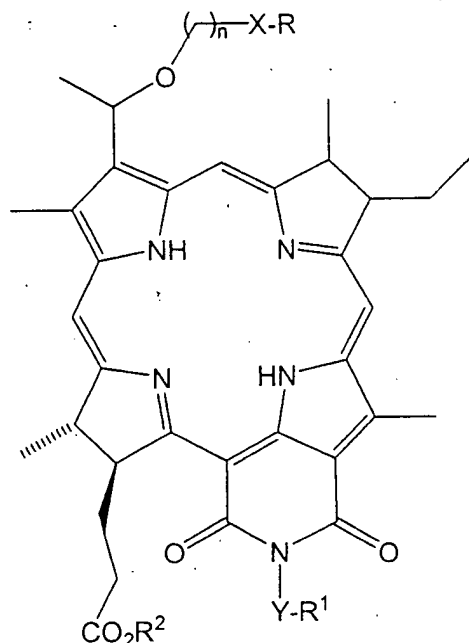
X is an aryl or heteroaryl group;

n is an integer from 0 to 6;

R and R<sup>1</sup> are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R<sup>1</sup> is substituted with at least one fluorine atom; and

R<sup>2</sup> is an alkyl group, optionally substituted with one or more fluorine atoms.

Claim 22 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

X and Y are each independently an aryl or heteroaryl group;

n is an integer from 0 to 6;

R and  $\text{R}^1$  are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and  $\text{R}^1$  is substituted with at least one fluorine atom; and

$\text{R}^2$  is an alkyl group, optionally substituted with one or more fluorine atoms.

Claim 23 (previously presented)

A pharmaceutical composition, comprising a compound of claim 1 or a pharmaceutically acceptable derivative thereof in a pharmaceutically acceptable carrier.

Claims 24-121 (cancelled)

Claim 122 (previously presented) The compound of claim 17 or a pharmaceutically acceptable derivative thereof when used for the detection or treatment or both of hyperproliferative tissue.

Claim 123 (previously presented) The compound of claim 18 or a pharmaceutically acceptable derivative thereof when used for the detection or treatment or both of hyperproliferative tissue.

Claim 124 (previously presented) The compound of claim 19 or a pharmaceutically acceptable derivative thereof when used for the detection or treatment or both of hyperproliferative tissue.